

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

RHP MASTER FUND, LTD.,

Plaintiff,

v.

CIVIL ACTION NO. 08-CV-4281

CELL THERAPEUTICS, INC.,
JOHN H. BAUER, JAMES A. BIANCO,
LOUIS A. BIANCO, VARTAN GREGORIAN,
RICHARD L. LOVE, MARY O'NEIL
MUNDINGER, PHILLIP M. NUDELMAN,
JACK W. SINGER, and FREDERICK W.
TELLING,

Defendants.

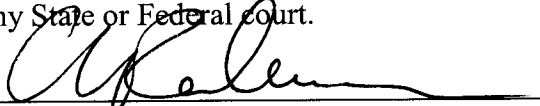
PLAINTIFF RHP MASTER FUND, LTD.'S MOTION
TO ADMIT COUNSEL PRO HAC VICE

Pursuant to Rule 1.3(c) of the Local Rules of the United States District Courts for the Southern and Eastern Districts of New York, I, Charles Rombeau, a member in good standing of the bar of this Court, hereby move for an Order allowing the admission *pro hac vice* of:

Benjamin M. Schmidt, Esquire
BALLARD SPAHR ANDREWS & INGERSOLL, LLP
1735 Market Street, 51st Floor
Philadelphia, Pennsylvania 19103-7599
schmidt@ballardspahr.com
Phone: (215) 864-8136
Fax: (215) 864-9956

Benjamin M. Schmidt is a member in good standing of the State Bars of Connecticut, Massachusetts, New Jersey, and Pennsylvania. There are no pending disciplinary proceedings against Benjamin M. Schmidt in any State or Federal court.

Date: June 13, 2008


Charles Rombeau (CR 2186)
NY Attorney I.D. No.: 670993
BALLARD SPAHR ANDREWS & INGERSOLL, LLP
1735 Market Street, 51st Floor
Philadelphia, PA 19103
Phone: (215) 864 8319
Fax: (215) 864-9807

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IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

RHP MASTER FUND, LTD.,

Plaintiff,

y.

**CELL THERAPEUTICS, INC.,
JOHN H. BAUER, JAMES A. BIANCO,
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Defendants.

CIVIL ACTION NO. 08-CV-4281

**AFFIDAVIT OF CHARLES ROMBEAU IN SUPPORT OF MOTION TO ADMIT
COUNSEL PRO HAC VICE**

COMMONWEALTH OF PENNSYLVANIA

COUNTY OF PHILADELPHIA

SS:

Charles Rombeau, being duly sworn, hereby deposes and says:

1. I am an associate at Ballard Spahr Andrews & Ingersoll, LLP and counsel for Plaintiff, RHP Master Fund Ltd., in the above-captioned action. I am familiar with the proceedings in this case. I make this statement based on my personal knowledge of the facts set forth herein and in support of Plaintiff's motion to admit Benjamin M. Schmidt as counsel *pro hac vice* to represent Plaintiff in this matter.

2. I am a member in good standing of the bar of the State of New York and the Commonwealth of Pennsylvania, and I was admitted to practice law in New York in 2005 and in Pennsylvania in 2007. I am also admitted to the bar of the United States District Court for the Southern District of New York, and I am in good standing with this Court.

3. I have known Benjamin M. Schmidt since 2007.

4. Benjamin M. Schmidt, an associate at Ballard Spahr Andrews & Ingersoll, LLP, in Philadelphia, Pennsylvania, is a qualified member in good standing of the State Bars of Connecticut, Massachusetts, New Jersey and Pennsylvania. *See* Certificates of Good Standing of Benjamin M. Schmidt, Esq. issued by the Supreme Court of Connecticut, the Supreme Judicial Court of Massachusetts, the Supreme Court of New Jersey, and the Supreme Court of Pennsylvania, which are attached hereto as Exhibit A.

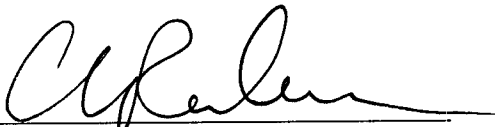
5. I have found Benjamin M. Schmidt to be a skilled attorney and a person of integrity. He is experienced in Federal practice and is familiar with the Federal Rules of Procedure.

6. Accordingly, I am pleased to move the admission of Benjamin M. Schmidt, *pro hac vice*.

7. I respectfully submit a proposed order granting the admission of Benjamin M. Schmidt, *pro hac vice*, which is attached hereto as Exhibit B.

WHEREFORE it is respectfully requested that the motion to admit Benjamin M. Schmidt, *pro hac vice*, to represent Plaintiff in the above captioned matter, be granted.

Date: June 13, 2008
Philadelphia, Pennsylvania


Charles Rombeau (CR 2186)

Sworn to and subscribed to before
me this 13th day of June, 2008

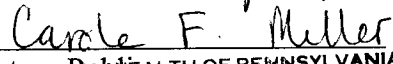

Notary Public
NOTARIAL SEAL
CAROLE F. MILLER, Notary Public
City of Philadelphia, Phila. County
My Commission Expires January 13, 2009

EXHIBIT A



State of Connecticut
Supreme Court

I, Michèle T. Angers, Chief Clerk of the Supreme Court of the State of Connecticut and keeper of the Seal thereof,

Supreme
Do hereby certify that, in the ~~Superior~~ Court at **Hartford**,
on the **thirty-first**, day of **October**,
2005

Benjamin M. Schmidt

of

Bryn Mawr, Pennsylvania

having been examined and found duly qualified, was sworn as an attorney and admitted to practice before all the courts of this state, and that said attorney is a member in good standing of the Bar of this State pursuant to Practice Book §2-65.

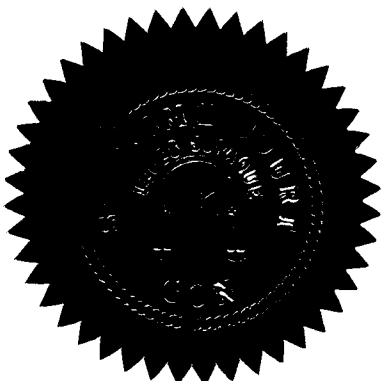
In Testimony Whereof, I have hereunto set my hand and affix the Seal of the Supreme Court of the State of Connecticut, at Hartford, this **fifth** *day of*

June, 20 **08**

A handwritten signature in cursive script that reads "Michèle T. Angers".

Michèle T. Angers

Chief Clerk



COMMONWEALTH OF MASSACHUSETTS

SUFFOLK, SS.

BE IT REMEMBERED, that at the Supreme Judicial Court holden at Boston within and for said County of Suffolk, on the **first** day of **December** A.D. **2006**, said Court being the highest Court of Record in said Commonwealth:

Benjamin Schmidt

being found duly qualified in that behalf, and having taken and subscribed the oaths required by law, was admitted to practice as an Attorney, and, by virtue thereof, as a Counsellor at Law, in any of the Courts of the said Commonwealth: that said Attorney is at present a member of the Bar, and is in good standing according to the records of this Court*.

In testimony whereof, I have hereunto set my hand and affixed the seal of said Court, this **fifth** day of **June** in the year of our Lord **two thousand and eight**.




MAURA S. DOYLE, Clerk

* Records of private discipline, if any, such as a private reprimand imposed by the Board of Bar Overseers or by any court, are not covered by this certification.

Supreme Court of New Jersey

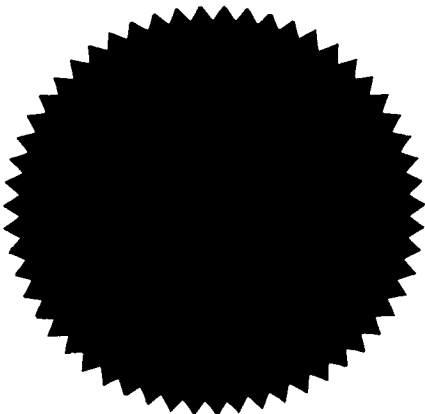


Certificate of Good Standing

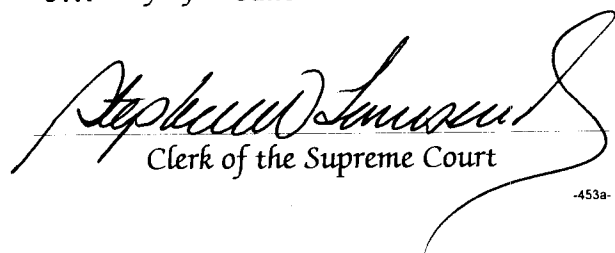
This is to certify that **BENJAMIN M SCHMIDT**
(No. **008102007**) was constituted and appointed an Attorney at Law of New
Jersey on **June 25, 2007** and, as such,
has been admitted to practice before the Supreme Court and all other courts of this State
as an Attorney at Law, according to its laws, rules, and customs.

I further certify that as of this date, the above-named is an Attorney at Law in
Good Standing. For the purpose of this Certificate, an attorney is in "Good Standing"
if the Court's records reflect that the attorney: 1) is current with all assessments
imposed as a part of the filing of the annual Attorney Registration Statement, including,
but not limited to, all obligations to the New Jersey Lawyers' Fund for Client
Protection; 2) is not suspended or disbarred from the practice of law; 3) has not
resigned from the Bar of this State; and 4) has not been transferred to Disability
Inactive status pursuant to Rule 1:20-12.

*Please note that this Certificate does not constitute confirmation of an attorney's
satisfaction of the administrative requirements of Rule 1:21-1(a) for eligibility to
practice law in this State.*



In testimony whereof, I have
hereunto set my hand and
affixed the Seal of the
Supreme Court, at Trenton, this
5TH day of June , 20 08


Clerk of the Supreme Court



Supreme Court of Pennsylvania

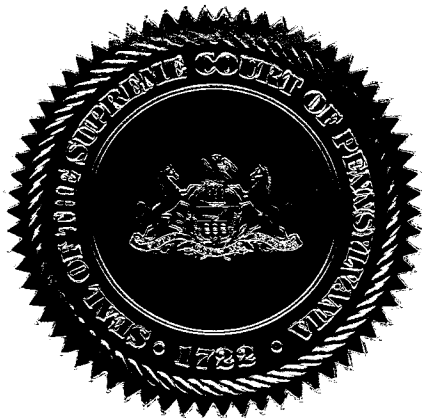
CERTIFICATE OF GOOD STANDING

Benjamin Moshe Schmidt, Esq.

DATE OF ADMISSION

April 30, 2007

The above named attorney was duly admitted to the bar of the Commonwealth of Pennsylvania, and is now a qualified member in good standing.



Witness my hand and official seal

Dated: May 20, 2008

A handwritten signature in black ink, appearing to read "Patricia A. Johnson".

Patricia A. Johnson
Chief Clerk

EXHIBIT B

IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

RHP MASTER FUND, LTD.,

Plaintiff,

v.

**CELL THERAPEUTICS, INC.,
JOHN H. BAUER, JAMES A. BIANCO,
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TELLING,**

Defendants.

CIVIL ACTION NO. 08-CV-4281

ORDER FOR ADMISSION PRO HAC VICE ON WRITTEN MOTION

Upon the motion of Charles Rombeau, attorney for Plaintiff, RHP Master Fund, Ltd, and said sponsor attorney's affidavit in support;

IT IS HEREBY ORDERED that

Benjamin M. Schmidt, Esquire
BALLARD SPAHR ANDREWS & INGERSOLL, LLP
1735 Market Street, 51st Floor
Philadelphia, Pennsylvania 19103-7599
schmidt@ballardspahr.com
Phone: (215) 864-8136
Fax: (215) 864-9956

is admitted to practice *pro hac vice* as counsel for Plaintiff, RHP Master Fund, Ltd. in the above captioned case in the United States District Court for the Southern District of New York. All attorneys appearing before this Court are subject to the Local Rules of this Court, including the Rules governing discipline of attorneys. If this action is assigned to the Electronic Case

Filing (ECF) system, counsel shall immediately apply for an ECF password at nysd.uscourts.gov.

Counsel shall forward the *pro hac vice* fee to the Clerk of Court.

Date: _____, ____, 2008
New York, New York

JUDGE

CERTIFICATE OF SERVICE

I hereby certify that on this 13th day of June, 2008, a true and correct copy of the foregoing Plaintiff RHP Master Fund, Ltd.'s Motion to Admit Counsel *pro hac vice* was served via postage-prepaid, first class U.S. Mail, upon:

Eric M. Creizman, Esquire
HELLER EHRMAN LLP
Times Square Tower
7 Times Square
New York, NY 10036-6524
Attorneys for Defendants

Date: June 13, 2008


Charles L. Rombeau, Esquire